

O'Keefe Kenneth W
 Form 4
 March 30, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
O'Keefe Kenneth W

 (Last) (First) (Middle)
C/O BEECKEN PETTY O' KEEFE & COMPANY, 131 DEARBORN ST., SUITE 2800

2. Issuer Name and Ticker or Trading Symbol
Jazz Pharmaceuticals plc [JAZZ]

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

CHICAGO, IL 60603

 (City) (State) (Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
03/28/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares | 03/28/2012 | | X | | 91,975 | A | \$ 7.37 |
| | | | | | 861,212 | I | |

By Fund II and Fund II GP (as defined in footnote 1) (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Warrant (right to buy) | \$ 7.37 | 03/28/2012 | | X | 91,975 | 01/21/2009 07/21/2014 | Ordinary Shares 91,975 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

O'Keefe Kenneth W
C/O BEECKEN PETTY O' KEEFE & COMPANY
131 DEARBORN ST., SUITE 2800
CHICAGO, IL 60603

X

Signatures

/s/ Kenneth W.
O'Keefe 03/30/2012

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Beecken Petty O'Keefe Fund II, L.P., Beecken Petty O'Keefe QP Fund II, L.P. and Beecken Petty O'Keefe Executive Fund II, L.P. as tenants in common (collectively, "Fund II") and Beecken Petty O'Keefe & Company II, L.P. (the "Fund II GP") are the holders. The Fund II GP is the general partner of Fund II and Beecken Petty O'Keefe & Company, LLC is the general partner of the Fund II GP. The Reporting Person is a partner at Beecken Petty O'Keefe & Company, LLC and shares voting and investment power over the shares held by Fund II and the Fund II GP. The Reporting Person disclaims beneficial ownership of the shares held by Fund II and the Fund II GP except to the extent of his proportionate pecuniary interest therein.

(2) Fund II was the holder of the Warrant. The Fund II GP is the general partner of Fund II and Beecken Petty O'Keefe & Company, LLC is the general partner of the Fund II GP. The Reporting Person is a partner at Beecken Petty O'Keefe & Company, LLC and shares investment power over the Warrant. The Reporting Person disclaims beneficial ownership of the Warrant except to the extent of his proportionate pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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